

GENERAL DURABLE POWER OF ATTORNEY

OF

ALICE LOUISE DANCY

KNOW ALL MEN BY THESE PRESENTS, that I, Alice Louise Dancy, the principal, hereby designate S. Eugene Mathis, Jr., my attorney-in-fact and agent (subsequently called my agent) in my name, place and stead, and for my benefit.

1. **General Grant of Power.** To exercise or perform any act, power, duty, right or obligation whatsoever that I now have or may hereinafter acquire, relating to any person, matter, transaction or property, real or personal, tangible or intangible, now owned or hereafter acquired by me, including, without limitation, the following specifically enumerated powers. I grant to my agent full power and authority to do everything necessary in exercising any of the powers herein granted as fully as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that my agent shall lawfully do or cause to be done by virtue of this power of attorney and the powers herein granted.

a. **Powers of Collection and Payment.** To forgive, request, demand, sue for, recover, collect, receive, hold all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequests, devises, notes, interests, stock certificates, bonds, dividends, certificates of deposit, annuities, pension, profit sharing, retirement, social security, insurance and other contractual benefits and proceeds, all documents of title, all property, real or personal, tangible or intangible property and property rights, and demands whatsoever, liquidated or unliquidated, now or hereafter owned by, or due, owing, payable or belonging to me or in which I have or may hereafter acquire an interest; to have, use, and take all lawful means and equitable and legal remedies or proceedings in my name for the collection and recovery thereof, and to adjust, sell, compromise, and agree for the same, and to execute and deliver for me, on my behalf, and in my name, all endorsements, releases, receipts, or other sufficient discharges for the same;

Hugh Dancy Co.
P.O. Box 526
SA 38671

Ad. O.

- b. **Power to Acquire and Sell.** To acquire, purchase, take possession of, exchange, grant options to sell, and sell and convey, mortgage, hypothecate and in every manner deal in and with real or personal property, tangible or intangible, or interests therein, on such terms and conditions as my agent shall deem proper;
- c. **Management Powers.** To maintain, repair, improve, invest, manage, insure, rent, lease, encumber, and in any manner deal with any real or personal property, tangible or intangible, or any interest therein, that I now own or may hereinafter acquire, in my name and for my benefit, upon such terms and conditions as my agent shall deem proper;
- d. **Banking Powers.** To make, receive and endorse checks and drafts, deposits and withdraw funds, acquire and redeem certificates of deposit, in banks, savings and loan associations and other institutions, execute or release such deeds of trust or other security agreements as may be necessary or proper in the exercise of the rights and powers herein granted;
- e. **Motor Vehicles.** To apply for a Certificate of Title upon, and endorse and transfer title thereto, for any automobile, truck, pickup, van, motorcycle or other motor vehicle, and to represent in such transfer assignment that the title to said motor vehicle is free and clear of all liens and encumbrances except those specifically set forth in such transfer assignment;
- f. **Business Interests.** To conduct or participate in any lawful business of whatever nature for me and in my name; execute partnership agreements and amendments thereto; incorporate, reorganize, merge, consolidate, recapitalize, sell, liquidate, or dissolve any business; elect or employ officers, directors and agents; carry out the provisions of any agreement for the sale of any business interest or the stock therein; and exercise voting rights with respect to stock, either in person or by proxy, and exercise stock options;
- g. **Mineral and Royalty Interests.** To make, sign, execute, sell, acknowledge and deliver all deeds, leases, assignments, agreements, contracts and other instruments covering and affecting any mineral or royalty interests presently owned by me or which may be hereafter acquired by me, including but not

A 20

limited to oil, gas and mineral leases, mineral deeds, royalty deeds, division orders, operating agreements and unitization agreements;

h. **Insurance.** To obtain insurance of any kind, nature or description whatsoever, on any of my lands, tenements and hereditament and/or in connection with the management, use or operation thereof and/or of any personal property belonging to me and/or in respect of the rents, issues and profits arising therefrom, and to make, execute and file proof or proofs of all loss and losses sustained or claimable thereunder, and all other instruments in and about the same, and to make, execute and deliver receipts, releases or other discharges therefor;

i. **Tax Powers.** To prepare, sign and file joint or separate income tax returns or declarations of estimated tax for any year or years; to prepare, sign and file gift tax returns with respect to gifts made by me for any year or years; to consent to any gift and to utilize any gift-splitting provisions or other tax election; and to prepare sign and file any claims for refund of any tax; to prepare, sign and file on my behalf any and all other tax returns with Federal, State or local agencies and to enter into any agreements, stipulations or contracts with any taxing authority, to contest, compromise, settle or pay any tax assessed, proposed or claimed to be due from me or in connection with any of my property, including, but not limited to the following:

The full and complete power, authority and discretion to represent me before any office of the Internal Revenue Service with respect to any tax matter involving me for any year or years.

Said agent shall, subject to revocation, have authority to receive confidential information and full power to perform on my behalf the following acts with respect to said tax matters:

To execute waivers (including offers of waivers) of restrictions on assessment or collection of deficiencies in tax and waivers of notice of disallowance of a claim for credit or refund.

To execute consents extending the statutory period for assessment/collection of taxes.

To execute closing agreements under Section 7121 of the Internal Revenue Code.

To delegate authority or to substitute another representative.

ALD

Copies of notices and other written communications addressed to me in proceedings involving the above matters should be sent as said agent designates, and I do grant to said agent the same power, authority and discretion when dealing with taxing authorities other than the Internal Revenue Service.

- a. **Safe Deposit Boxes.** To have access at any time or times to any safe deposit box rented by me, wheresoever located, and to remove all or any part of the contents thereof, and to surrender or relinquish said safe deposit box, and any institution in which any such safe deposit box may be located shall not incur any liability to me or my estate as a result of permitting my agent to exercise this power.
- b. **Personal Needs.** In the event of my incapacity or incompetency, I specifically authorize my agent to provide such care, comfort, maintenance and support as my agent may determine. My agent is authorized in my agent's sole discretion from time to time and at any time, with respect to the control and management of my person, as follows:

- (1) to do all acts necessary for maintaining my customary standard of living, to provide living quarters by purchase, lease or other arrangement, or by payment of the operating costs of my existing living quarters, including interest, amortization payments, repairs, and taxes, to provide normal domestic help for the operation of my household, to provide clothing, transportation, medicine, food, and incidentals, and if necessary to make all necessary arrangements, contractual or otherwise, for me at any hospital, hospice, nursing home, retirement home, or similar establishment, or in my own residence should I desire it, and to assure that all of my essential needs are provided for at such a facility or in my own residence, as the case may be; and if in the judgment of my agent I will never be able to return to my living quarters from a hospital, hospice, nursing home, retirement home, convalescent home, or similar establishment, to lease, sublease, or assign my interest as lessee in any lease or protect or sell or otherwise dispose of my living quarters (investing the proceeds of any such sale as my agent deems appropriate) for such price and upon such terms, conditions, and security, if any, as my agent shall deem

920

appropriate; and to store and safeguard or sell for such price and upon such terms, conditions, and security, if any, as my agent shall deem appropriate or otherwise dispose of any items of tangible personal property remaining in my living quarters which my agent believes I will never need again (and pay all costs thereof); and as an alternative to such storage and safeguarding, to transfer custody and possession (but not title) for such storage and safekeeping of any such tangible personal property of mine to the person, if any, named in my will or other testamentary document as the recipient of such property;

(2) to provide opportunities recreational and sports activities, as my health permits;

(3) to provide for the presence and involvement of religious clergy or spiritual leaders in my care, provide them access to me at all times, maintain my memberships in religious or spiritual organizations or arrange for membership in such groups, and enhance my opportunities to derive comfort and spiritual satisfaction from such activities, including religious books, tapes, and other materials;

(4) to provide for such companionship for me as will meet my needs and preferences at a time when I am disabled or otherwise unable to arrange for such companionship myself;

(5) to make advance arrangements for my funeral and burial, including the purchase of a burial plot and marker, and such other related arrangements as my Agent shall deem appropriate, if I have not previously done so myself;

(6) to make anatomical gifts which will take effect at my death to such persons and organizations as my agent shall deem appropriate and to execute such papers and do such acts as shall be necessary, appropriate, incidental, or convenient in connection with such gifts.

a. **Power to Make Gifts and Provide Support.** My agent shall have the authority to support or continue to support any persons whom I have undertaken to support or to whom I may owe an obligation of support, in the same manner and in accordance with the same standard of living as I may have provided in

AS1

the past, (adjusted if necessary by circumstances and inflation) including, but not limited to, the payment of real property taxes, payments on loans secured by my residence, maintenance of my residence, food, clothing, and shelter, medical, dental and psychiatric care, normal vacations and travel expenses and education, including education at vocational and trade schools, training in music, stage, arts, and sports, special training provided at institutions for the mentally or physically handicapped, undergraduate and graduate study in any field at public or private universities, colleges or other institutions of higher learning, and in providing for such education to pay for tuition, books, and incidental charges made by the educational institutions, travel costs to and from such institutions, room and board, and a reasonable amount of spending money. Further, I specifically authorize and encourage my agent to make gifts (outright, in trust or otherwise) to any one or more of my family members, including spouses of family members, in any amount not to exceed to any such individual in a calendar year, the amount of the federal gift tax donee annual exclusion.

b. **Authority to Execute Documents.** I specifically authorize my agent to execute documents on my behalf.

c. **Correspondence.** My agent shall be authorized to open all letters or correspondence addressed to me and to answer them.

d. **Estates.** My agent shall be authorized to represent me in connection with any estate in which I may be or become interested (whether as heir, legatee, creditor, executor, administrator or otherwise), including the execution of any acceptance or renunciation thereof on my behalf; to apply for the administration thereof, and to demand, obtain and execute all orders and decrees as my Agent may deem proper; to settle, compromise and liquidate my interest therein; and to receive and receipt for all property which I may be entitled in respect to estates.

e. **Limitation of Agent's Authority.** Any authority granted to my said agent shall be limited so as to prevent this power of attorney (1) from causing my agent to be taxed on my income, (2) from causing my estate to be subject to a general power of appointment (as that term is defined in Section 2041 of the

Internal Revenue Code of 1986, as amended) by my agent, and (3) from causing my agent to have any incidents of ownership (within the meaning of Section 2042 of the Internal Revenue Code of 1986, as amended) with regard to any life insurance policies on the life of my agent.

f. **Power to Disclaim.** My agent shall be authorized to disclaim or renounce, in whole or in part, any gift or interest (whether present or future) provided for me or my benefit under the will of any person, under any trust instrument, or in any other manner; provided, however, such disclaimer or renunciation of a gift or interest shall be made within the time, and in the manner, prescribed for a valid disclaimer of such gift or interest under Section 2518 of the Internal Revenue Code.

2. **Interpretation and Governing Law.** This instrument is to be construed and interpreted as a general durable power of attorney. The enumeration of specific powers herein is not intended to, nor does it, limit or restrict the general powers herein granted to my agent. This instrument is executed and delivered in the State of Mississippi and the laws of the State of Mississippi shall govern all questions as to the validity of this power and the construction of its provisions.

3. **Third Party Reliance.** Third parties may rely upon the representations of my agents as to all matters to any power granted to my agent, and no person who may act in reliance upon the representation of my agent or the authority granted to my agent shall incur any liability to me or my estate as a result of permitting my agent to exercise any power.

4. **Disability of Principal.** Pursuant to Mississippi Code Annotated Section 87-3-101, et seq., I expressly provide that this General Durable Power of Attorney shall not be affected by my subsequent disability or incapacity, or the lapse of time.

5. **Revocation Upon Incapacity of Agent.** My agent's authority to act under this General Durable Power of Attorney shall be revoked upon the incapacity of my agent.

6. **Revocation Upon Divorce.** In the event my agent is my spouse, my agent's authority to act under this General Durable Power of Attorney shall be revoked upon our divorce.

ADD

7. **Revocation Upon Death or in Writing.** Except as provided in the preceding paragraph as **5 and 6**, all of the powers and authorities herein granted and conferred shall continue and remain in full force and effect until my death or until revoked by me in writing.

8. **Authority of Agent.**

a. I confirm that I have executed only one original of this power of attorney. Possession of the original by my agent shall conclusively establish the validity of the agent's power to act for me, unless revoked as provided in the preceding paragraphs **5 and 6**, or unless I am deceased or the written revocation as provided in the preceding paragraph 7 has been acknowledged and filed for record in the office of the Chancery Clerk of DeSoto County, Mississippi.

1. **Successor Agent.** If S. Eugene Mathis, Jr. ceases to act as my agent due to his death, incapacity or resignation, I appoint Wade Hawkins as my attorney-in-fact and agent. Hawkins, as my successor agent, shall have all of the powers granted hereunder to my agent. For purposes of this paragraph third parties may rely upon the representations of Hawkins that Mathis can no longer serve as my agent due to his incapacity upon presentation to them of written statements from at least two physicians that Mathis is incapacitated and unable to serve as my agent hereunder.

2. **Nomination of Guardian or Conservator.** If a guardian or conservator of my estate needs to be appointed for me by a court, I nominate the agent designated in this form. If that agent is not willing, able, or reasonably available to act as guardian or conservator, I nominate the successor agent(s) whom I have named, in the order designated.

3. **Revoke Prior Powers.** This General Durable Power of Attorney revokes and supersedes all prior general powers of attorney executed by me, but not any prior power of attorney for health care or durable power of attorney for health care executed by me.

4. **Effective Date.** This General Durable Power of Attorney shall become effective immediately.

5. IN WITNESS WHEREOF I have executed this General Durable Power of Attorney, this 5th day of August, 2004.

W. J. D.

Alice Louise Dancy Alice Louise Dancy

STATE OF MISSISSIPPI

COUNTY OF DeSoto

Personally appeared before me, the undersigned authority in and for said County and State, the within named Alice Louise Dancy who acknowledged that she signed and delivered the above and foregoing General Durable Power of Attorney on the day and year therein mentioned.

Given under my hand and official seal, this the 5th day of August, 2007.

Notary Public

My Commission Expires: June 5, 2007



Prepared by:

Brooks Eason

McGlinchey, Stafford, PLLC

P.O. Box 22949

Jackson, MS. 39225-2949

601- 800-654-6258